



McCRORY CORPORATION • ANNUAL REPORT 1964

McCRORY-McLELLAN-GREEN STORES • LERNER SHOPS • OTASCO-ECONOMY STORES

BOARD OF DIRECTORS

ISIDORE A. BECKER	*HAROLD M. LANE SR.	SAMUEL NEAMAN	*LEONARD SPANGENBERG
PATRICK J. CLIFFORD	HAROLD M. LANE JR.	*GILBERT H. PERKINS	MEL UNTERMAN
ALBERT N. GREENFIELD	*LEONARD C. LANE	*BERT R. PRALL	*HARRY H. WACHTEL
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STANLEY H. KUNSBERG	SAMUEL J. LEVY	JULIUS SANDITEN	*J. S. WEINSTEIN
	ALBERT A. LIST	LORENCE A. SILVERBERG	

*Member of Executive Committee

OFFICERS

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Chairman of the Board and President

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Vice Chairman

HAROLD M. LANE SR.
Vice Chairman

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Executive Vice President

HAROLD M. LANE JR.
Executive Vice President

JULIUS SANDITEN
Executive Vice President

HARRY H. WACHTEL
Executive Vice President

STANLEY H. KUNSBERG
Executive Vice President

ISIDORE A. BECKER
Financial Vice President & Treasurer

BRUCE JACOBI
Vice President, Real Estate

ELY SANDITEN
Vice President

SEYMOUR GREENE
Secretary

HAIM BERNSTEIN
Assistant to the President

DIVISION PRESIDENTS

STANLEY H. KUNSBERG
Lerner Shops

SAMUEL NEAMAN
McCrory-McLellan-Green Stores

JULIUS SANDITEN
Otasco-Economy Auto Stores

COMMITTEE CHAIRMEN

LEONARD SPANGENBERG	Executive Committee
BERNARD KOBROVSKY	Salary and Compensation Committee
GILBERT H. PERKINS	Stock Option Committee
J. S. WEINSTEIN	Acquisition and Diversification Committee

AUDITORS HASKINS & SELLS, NEW YORK, N. Y.

GENERAL COUNSEL WACHTEL & MICHAELSON, NEW YORK, N. Y.

TAX ADVISORS HANIGSBERG, DELSON & BROSER, NEW YORK, N. Y.

PUBLIC RELATIONS RUBENSTEIN, WOLFSON & CO., NEW YORK, N. Y.

TRANSFER AGENTS	Common Stock	{ Chemical Bank New York Trust Company and First National Bank of Chicago
	5 1/2 % Preference B Stock	
	4 1/2 % Preference B Stock	
	3 1/2 % Preferred Stock	{ Morgan Guaranty Trust Company of New York and First National Bank of Chicago
	\$6 Preference Stock	

REGISTRARS	Common Stock	{ Morgan Guaranty Trust Company of New York and Continental Illinois National Bank and Trust Company of Chicago
	5 1/2 % Preference B Stock	
	4 1/2 % Preference B Stock	{ The Chase Manhattan Bank and Continental Illinois National Bank and Trust Company of Chicago
	3 1/2 % Preferred Stock	
	\$6 Preference Stock	{ Chemical Bank New York Trust Company and Continental Illinois National Bank and Trust Company of Chicago

EXECUTIVE OFFICES 711 FIFTH AVENUE, NEW YORK, N. Y. 10022

McCRORY CORPORATION

ANNUAL REPORT FOR THE YEAR ENDED JANUARY 31, 1965

Financial Highlights

	<u>1964</u>	<u>1963</u>
Net sales	\$547,433,000	\$569,116,000
Net earnings	\$ 8,666,000	\$ 4,665,000*
Net earnings per share	\$ 1.41	\$.64 *
Cash generated from operations	\$ 22,000,000	\$ 16,000,000
Cash generation per share	\$ 4.00	\$ 2.80
Return on common equity	8.3%	3.7%
Number of stores	1,323	1,554
Number of common shares outstanding	5,228,867	5,210,396

*including special credit—net

The Annual Meeting of Stockholders will be held at the York Distribution Center, 2955 East Market St., York, Pennsylvania, on Tuesday, May 25, 1965, at 2:00 p.m. local time. Each stockholder entitled to vote thereat will receive by mail a formal notice of meeting, together with proxy statement and form of proxy, on or about May 4, 1965, at which time proxies will be solicited by order of the Board of Directors.

TO THE SHAREHOLDERS:



M. Riklis

It is with much gratification that I report to you the substantial progress your company made in 1964. McCrory earned \$8,666,000, equal to \$1.41 per share, on sales of \$547,433,000. This compares with earnings of \$4,665,000 (including special items), equal to \$.64 per share, on sales of \$569,116,000 for 1963.

Our 1964 sales increased 2.65% over 1963, after adjustments made to reflect the disposition of National Shirt and Mobile Divisions.

Depreciation and amortization charged to operations amounted to \$9,473,000 or \$1.81 per share. Cash generated during the year from operations was \$22,000,000, or \$4.00 per common share (after preferred and preference dividends), compared to \$16,000,000 or \$2.80 per share the previous year.

Common stock dividends paid in 1964 were \$.80 per share. In view of the company's strong earnings trend and financial position, the board of directors voted in February 1965 to increase the regular quarterly common stock dividend to \$.25 per share. An extra dividend of \$.20 per share was declared on March 24, 1965.

In May 1964, we renewed our \$50,000,000 revolving credit agreement with our banks for a two-year period. Peak seasonal borrowings under this agreement in 1964 were \$35,000,000 and all loans were repaid December 29, 1964. We did not again avail ourselves of this credit until March of 1965, notwithstanding cash payments of \$9,553,000 made in connection with the acquisition of Glen Alden Corporation common stock.

Capital expenditures for the year totaled \$4,751,000 compared with \$6,510,000 in 1963 and were used primarily for the opening of new stores and the rehabilitation of older units.

Long-term debt, exclusive of the newly issued subordinated notes for the acquisition of Glen Alden common stock, was reduced by \$2,564,000 in 1964 and by \$17,390,000 since January 1962.

Operations

We can be exceedingly proud of the results of our operating divisions and I am sure that all shareholders will join in congratulating the employees and management teams of the three divisions—Lerner Shops, McCrory-McLellan-Green Stores (MMG) and OTASCO-Economy Auto Stores—for their effort and dedication in making 1964 a milestone in progress and a basis for further growth and increased profits.

Lerner Shops further increased its profits to a peak surpassed only once, in 1948.

OTASCO-Economy Auto Stores continued to set new records in sales and profits.

MMG, under the presidency of Samuel Neaman, has rallied to achieve a most spectacular recovery, with profits before taxes in excess of \$7,500,000. In my opinion it will move to still higher levels.

Acquisitions

In late 1964 and early 1965 McCrory acquired 2,388,230 common shares of Glen Alden, representing 49.7% of the outstanding common stock of Glen Alden. For your convenience, financial highlights and a description of Glen Alden are provided on the inside back cover.

On March 17, 1965, Lerner Shops purchased 220,518 shares of the S. Klein Department Stores, Inc. This is approximately 19% of the outstanding common stock of S. Klein. Additional information about S. Klein is included

on page 5 and the inside back cover.

We believe that both these moves will further enhance our growth and will provide a wider base for increased profits.

Management

On March 24, 1965 your board of directors elected the undersigned to the additional post of president and chief executive officer. Harold M. Lane Sr. was elected a vice chairman. Samuel Neaman, Julius Sanditen and Stanley H. Kunsberg were elected executive vice presidents and Ely Sanditen was elected a vice president.

We welcome to our board Albert A. List, chairman of Glen Alden and Hugh C. Ward, recently retired vice president of the First National Bank of Boston, now with Clark Dodge & Co., Inc., investment bankers.

We welcome back as directors, Mel Unterman, chairman of the North Shore National Bank, and Julius Sanditen, president of OTASCO-Economy Auto Stores.

Outlook

The past year has seen a record economic boom which greatly benefited the retail trade and, therefore, your company's fortunes too. Your management believes that all indicators suggest another good year in 1965 and that we should, therefore, see further improvement in our results. In addition to the above favorable factors, there are other reasons why I believe we can look with great anticipation to McCrory's results in the coming year.

MMG, the variety division, is yet to reach its full potential under its new leadership. New and improved merchandising, along with greatly

improved working conditions and compensation structure, have greatly enhanced morale and, therefore, the prospects of this division.

Lerner Shops continues its expansion which promises further improvements.

OTASCO-Economy Auto Stores launched its biggest expansion program ever and also has been searching for possible acquisitions for further growth.

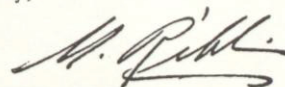
Conclusion

I would like to conclude by personally thanking your board of directors and also your top operating team—Harold Lane Sr., Leonard C. Lane, Samuel Neaman, Stanley Kunsberg, Julius Sanditen, Isidore Becker and Harold Lane Jr.—for their undivided devotion to the performance of their duties and the consequent gratifying results of the year.

May I express our appreciation to our banking friends at our major institutions—Chemical Bank New York Trust Company, The Chase Manhattan Bank, The First National Bank of Boston and Franklin National Bank—and all the other banks throughout the country that serve our stores, for their advice and support.

I also would like to thank our suppliers, shareholders and employees for their help and loyalty throughout the year.

Sincerely,



M. Riklis

Chairman of the Board and President

April 22, 1965

LERNER SHOPS DIVISION

*Hard work and careful preparation
behind the scenes
are the necessary prelude to a sale*



Window display is arranged



Merchandise moves from stockroom



A coat is ticketed



A sale is made



Counter is replenished

Lerner Shops achieved the highest volume in its 46 year history in 1964 and the highest profits in recent years.

During the year, nine new Lerner Shops and two new Lanes stores were opened. Seven of the new Lerner Shops are in important suburban shopping centers. The remaining two are in Puerto Rico, bringing the number of stores in operation on that island to eight. The two Lanes stores are in shopping centers in Poughkeepsie, N. Y., and suburban St. Louis, Mo.

Major improvements were completed in eleven stores and substantial improvements made in many others, in line with our policy of constant modernization. During the year, four outmoded stores were closed in cities where it was deemed uneconomical to continue operations. Construction was begun to replace four stores in cities where increased volume justified larger and more modern facilities.

Management concentrated on the increased development and utilization of our large scale computer installation, which facilitates our merchandising, accounting and the flow of information between our New York home office and our five operating centers located in Los Angeles, Cal.; Atlanta, Ga.; Denver, Colo.; Chicago, Ill.; and Jacksonville, Fla.

Following the acquisition in March 1965 of approximately 19% of the outstanding shares of S. Klein Department Stores, Inc., Harold M. Lane Sr., chairman of Lerner Shops, was elected chairman and chief executive officer of S. Klein, and Harold M. Lane Jr., executive vice president of Lerner Shops, was elected vice chairman of Klein. Lerner Shops and McCrory Corporation will put their full financial strength and talent behind Klein in its program of growth and improvement, which will include expansion through new stores.

At the end of 1964, there were 330 Lerner Shops and five Lanes stores in operation in 39 states, the District of Columbia and Puerto Rico.

Our 1965 expansion program gives priority to new stores in suburban shopping centers and to the modernization of downtown stores in cities whose urban development is expanding. A sixth Lanes store is now under construction in Flushing, N. Y. This store will occupy 176,000 square feet in what is considered an unusually busy shopping area.

DIVISION OFFICERS

HAROLD M. LANE SR. *Chairman of the Board of Directors*
 STANLEY H. KUNSBERG *President*
 HAROLD M. LANE JR. *Executive Vice President*
 HAROLD F. MILLER. . *Senior Vice President and Secretary*
 D. JOHN PALLADINO *Vice President and Treasurer*
 BENJAMIN J. TIMONER *Vice President*
 MILTON SEEGAL *Vice President*
 ROBERT L. KRILL *Vice President*
 HAROLD GREENE *Vice President*
 EUGENE SHAW *Vice President*
 MELVIN J. REDMOND *Vice President*
 KARL MARGOLIS *Vice President*
 NATHAN B. EPSTEIN *Vice President*
 SAMUEL S. BRAND *Vice President*
 DAVID D. GREENWALD *Vice President*
 BRUCE A. JACOBI *Vice President*
 EUGENE D. FRANK *Vice President*
 JACOB J. SCHER *Vice President*
 MAX J. MILLER *Vice President*

OFFICE: 354 PARK AVENUE SOUTH, NEW YORK, N. Y.



Lerner Shops top management (left to right) Stanley H. Kunsberg, president; Harold M. Lane Sr., chairman; and Harold M. Lane Jr., executive vice president.

McCRORY-McLELLAN-GREEN STORES DIVISION

*An M.M.G. Variety Store
is many things to many people*

Springtime



Business decision



Exploration



Non-objective art



Togetherness



Search for glamour

This was a year of achievement.

McCrory-McLellan-Green Stores (MMG) returned to the basic business for which it was organized—operating variety stores.

Under the leadership of Samuel Neaman, who was elected to the presidency in mid-year, the division concentrated its efforts on decentralizing field operations, strengthening over-all management organization, up-grading stores and closing unprofitable outlets where necessary.

In line with this policy, 35 unprofitable stores were closed, while three new ones were opened and many redecorated.

Model stores were established in every district of the division as a proving ground for merchandising concepts generated by our buying staff and field organization. Numerous new merchandising ideas that raised profits and cut costs were thus developed and used throughout the chain.

A new decentralization program provided strong operating staffs in the six regions of the division. Closer cooperation and coordination of all stores occurred with the end result being increased customer satisfaction.

The operation of the York Distribution Center (Pennsylvania) was improved, making it possible to service all of our stores from this point. This more efficient means of supplying merchandise to stores increased stock turnover and permitted a substantial inventory reduction.

Emphasis was placed on the rebuilding of our organization from within, with each individual being given opportunity to develop his fullest potential. This improved employee morale to the

level where profit incentives earned in 1964 were far greater than in 1963 and contributed to the increased earnings of the division.

At year end we operated 564 stores. We look forward to 1965 as a year of growth, based on the firm foundation laid in 1964. We plan to expand the number of stores within the division and to carry forward the improvement so well begun during the past year.

DIVISION OFFICERS

S. NEAMAN	President
L. A. SILVERBERG	Director of Concessions
L. C. SHOCKLEY	Senior Vice President and Assistant to the President
J. F. KING	Senior Vice President
W. SHULDINER	Vice President
R. O. KRISTIANSEN	Vice President
T. B. ACKER	Vice President—Mid-Atlantic
N. G. BAILEY	Vice President—Mid-West
C. F. CARTER JR.	Vice President—East Central
F. C. GARDNER	Vice President—Southeast
N. S. MCBRAYER	Vice President—Southwest
N. P. MCLUCKIE	Vice President—Northeast

OFFICE: 31-39 WEST 34 STREET, NEW YORK, N. Y.



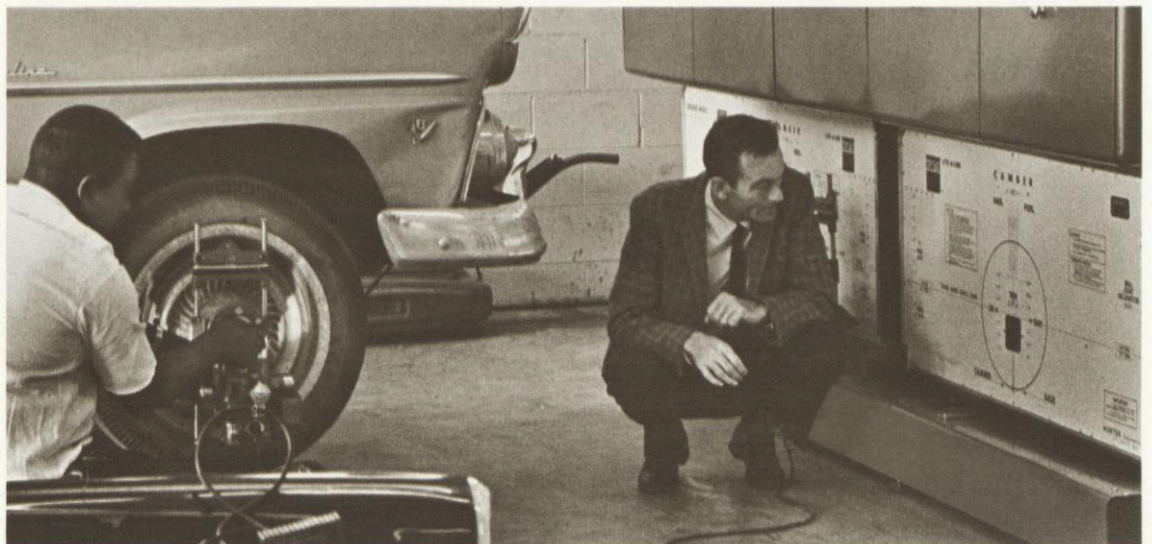
S. Neaman, president, and L. C. Shockley, senior vice president, (left to right, back to the camera) confer with regional vice presidents (left to right) N. G. Bailey, N. P. McLuckie, F. C. Gardner and N. S. McBrayer.

OTASCO-ECONOMY AUTO STORES DIVISION

Salesman helps young couple select furniture



Merchandise is checked-in at new Atlanta distribution center



Repair facility complements auto parts and accessory sales

This division achieved record sales and profit in 1964 in the face of what proved to be one of the most competitive years in its 47 year history.

A major undertaking during the year was the further integration and expansion of the Economy Auto Stores operation acquired in 1961. This included the coordination of such functions as purchasing, merchandising and personnel with headquarters' policies and techniques.

In order to help Economy achieve its substantial growth potential, a new ultra-modern warehouse and office facility was completed in College Park, a suburb of Atlanta, Georgia. This new distribution center is capable of serving some 60 Economy-owned stores and 150 franchised associate dealers. This is approximately double the present Economy operation in its four state area. Sales of Economy have increased 60% since it was acquired by OTASCO.

In the division as a whole, six new stores were opened last year, bringing the total to 134. Six stores were remodeled as part of the continuous up-grading of all operations. The division's associated franchise stores numbered 262 at year end. Important enlargements were completed at the distribution centers in Tulsa, Oklahoma and Little Rock, Arkansas.

Throughout the year a number of effective, creative sales promotions were conducted throughout the chain, built around emphasis on salesmanship and personal service. Numerous new credit accounts were opened, providing new loyal customers, store traffic and extra profits.

The improvement of employee benefits, goodwill and know-how was intensified. New and better training programs were conducted, major job promotions continued to be made from within,

and talented new employees were added to starting positions in the division.

The division looks forward to continued progress in 1965. The general market for the division's product line—auto accessories and parts, home appliances, housewares and sporting goods—has never been better. The territories where the division operates are enjoying unprecedented growth. In response to this opportunity, an impressive new store program already is underway. In addition, the division is actively looking to acquire other healthy compatible retail chains.

DIVISION OFFICERS

MAURICE SANDITEN	<i>Chairman of the Board of Directors</i>
JULIUS SANDITEN	<i>President</i>
ABE BRAND	<i>Executive Vice President</i>
ELY SANDITEN	<i>Senior Vice President</i>
EDGAR R. SANDITEN	<i>Vice President</i>
A. A. McNATT	<i>Vice President</i>
JOHN R. BEHL	<i>Vice President</i>
EDWARD WILKONSON	<i>Vice President</i>
SAMUEL H. MINSKY	<i>Secretary</i>
HERMAN SANDITEN	<i>Treasurer</i>

OFFICE: 6901 EAST PINE STREET, TULSA, OKLAHOMA



Otasco-Economy headquarters staff meeting, (left to right) Mark Colburn, manager accounting department; Ely Sanditen, senior vice president; Irving Fenster, sales promotion manager; A. A. McNatt, vice president, retail store operations; Julius Sanditen, president; Edgar Sanditen, vice president, merchandising; and M. F. Bowen Jr., advertising director.

CONSOLIDATED BALANCE SHEET JANUARY 31, 1965

ASSETS

CURRENT ASSETS:

Cash (including certificates of deposit, \$3,400,000)		\$ 12,988,299
Accounts receivable:		
Customers' accounts and equity in installment accounts sold (Note 2)	\$ 930,910	
Other	2,383,295	
	<hr/>	
	3,314,205	
Less reserves	1,521,808	1,792,397
	<hr/>	
Merchandise inventories, at lower of cost or market		86,293,802
Prepaid expenses, etc.		2,128,655
		<hr/>
TOTAL CURRENT ASSETS		103,203,153

INVESTMENT IN GLEN ALDEN CORPORATION,

at cost (Note 3)		34,258,246
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PROPERTY AND EQUIPMENT, at cost:

Store properties and warehouses	13,368,809	
Furniture and fixtures and improvements to leased property	137,788,255	
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	151,157,064	
Less accumulated depreciation and amortization	79,492,914	71,664,150
	<hr/>	

OTHER ASSETS:

Excess of purchase cost of Lerner Stores Corporation common stock over underlying net equity at dates of acquisition (Note 4) ..	17,075,188	
Unamortized debt expense	7,531,008	
Investment in and advances to subsidiary not consolidated (Notes 1 and 2)	5,818,216	
Mortgages and sundry receivables (Note 12)	2,450,995	
Goodwill, less amortization of \$326,047	1,026,580	
Deferred charges	1,615,492	35,517,479
	<hr/>	
TOTAL		\$244,643,028
		<hr/>

See notes to financial statements.

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

Current maturities of long-term debt (Note 5)		\$ 12,800,395
Accounts payable		20,890,953
Accrued expenses and sundry liabilities		13,770,467
Accrued Federal income taxes		2,635,000

TOTAL CURRENT LIABILITIES		50,096,815
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LONG-TERM DEBT, less current maturities (Note 5)		67,124,686
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OTHER NONCURRENT ITEMS:

Deferred Federal income taxes (Note 6)	\$ 10,489,541	
Reserve for the closing or sale of loss stores and discontinuance of credit service (Note 7)	1,303,572	
Other	258,461	12,051,574

MINORITY INTEREST IN SUBSIDIARY COMPANY		1,758,893
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SHAREHOLDERS' EQUITY (Notes 5, 8 and 9):

Preferred stock, cumulative, \$100 par value, series issue, authorized 34,791 shares—		
3½% series cumulative convertible, authorized and outstand- ing 14,791 shares	1,479,100	
\$6.00 cumulative convertible preference stock, \$100 par value— authorized 95,695 shares, outstanding 94,725 shares	9,472,500	
Preference B stock, \$100 par value, series issue, authorized 187,906 shares—		
5½% series, cumulative (subordinated and convertible), authorized and outstanding 11,871 shares	1,187,100	
4½% series, cumulative (subordinated and convertible), authorized 130,079 shares, outstanding 124,641 shares...	12,464,100	
Common stock, \$.50 par value—authorized 15,000,000 shares, is- sued 5,977,367 shares	2,988,683	
Capital surplus	39,098,719	
Earned surplus	61,438,766	
	128,128,968	
Less—748,500 common shares of treasury stock, at cost	14,517,908	113,611,060
TOTAL		\$244,643,028

See notes to financial statements.

STATEMENT OF CONSOLIDATED INCOME

FOR THE YEAR ENDED JANUARY 31, 1965

NET SALES—Merchandise, restaurant and concession		\$547,432,672
Cost of goods sold, buying and occupancy expenses, net of service charge income	\$397,768,567	
Selling, general and administrative expenses	122,573,685	520,342,252
OPERATING PROFIT BEFORE DEPRECIATION AND AMORTIZATION		27,090,420
Depreciation and amortization		8,606,554
OPERATING PROFIT		18,483,866
Other expenses (net):		
Interest	6,151,524	
Amortization of debt expense	866,696	
	7,018,220	
Less—Investment income, earnings of subsidiary not consolidated (Note 1), and miscellaneous income (net)	2,076,231	4,941,989
PROFIT BEFORE PROVISION FOR FEDERAL INCOME TAXES		13,541,877
Provision for Federal income taxes (Note 6)		4,876,000
NET INCOME (Note 11)		\$ 8,665,877

See notes to financial statements.

STATEMENTS OF CONSOLIDATED SURPLUS

FOR THE YEAR ENDED JANUARY 31, 1965

	EARNED SURPLUS	CAPITAL SURPLUS
BALANCE, February 1, 1964	\$63,524,752	\$39,094,164
ADD (DEDUCT):		
Net income (Note 11)	8,665,877	
Dividends paid during year:		
Common stock (\$.80 per share)	(4,174,283)	
3½% series, cumulative convertible preferred stock (\$3.50 per share)	(51,770)	
\$6 cumulative convertible preference stock (\$6.00 per share) ..	(568,350)	
5½% series, cumulative (subordinated and convertible) preference B stock (\$5.50 per share)	(65,290)	
4½% series, cumulative (subordinated and convertible) preference B stock (\$4.50 per share)	(561,982)	
Dividends on preferred stock of Lerner Stores Corporation	(59,635)	
Total dividends	(5,481,310)	
Charge to establish a reserve for the closing or sale of loss stores and discontinuance of credit service, net of estimated Federal income tax benefit (Note 7)	(3,500,000)	
Provision for estimated additional taxes and other adjustments applicable to prior years (Note 12)	(2,174,348)	
Estimated recovery in settlement of certain legal actions, less related legal expenses (Note 12)	575,000	
Excess of cost of 22,886 shares of treasury stock issued under stock option plans over option price (Note 9)	(175,418)	
Other—net	4,213	4,555
BALANCE, January 31, 1965	\$61,438,766	\$39,098,719

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS, JANUARY 31, 1965

(1) Principles of consolidation:

The accompanying consolidated financial statements as of January 31, 1965, reflect the consolidation of the accounts of Lerner Stores Corporation (whose common stock is 99% owned) and all wholly-owned subsidiaries except McCrory Credit Corporation. The investment in the credit subsidiary not consolidated is stated in the accompanying consolidated balance sheet at the amount of the Company's equity in the capital and undistributed earnings (\$918,528) of such subsidiary at January 31, 1965. Net income (\$365,088) of the nonconsolidated credit subsidiary for the year ended January 31, 1965 is included in the McCrory consolidated net income for that period. (See Note 2 for additional information on McCrory Credit Corporation.)

(2) Equity in installment accounts sold:

The companies have financing agreements with McCrory Credit Corporation (see following paragraph) under which certain customers' accounts receivable created each month are assigned to McCrory Credit Corporation. The latter remits 90% of the amount of accounts assigned, the remaining 10% representing the companies' equity therein. The companies accept reassignment of any accounts in default, as defined. The companies' equity in assigned accounts receivable (the uncollected balances of which amount to \$27,502,000 at January 31, 1965) is included in accounts receivable in the accompanying consolidated balance sheet. Collections in January 1965 (payable to McCrory Credit Corporation in February 1965) from assigned customers' accounts (net of 10% equity) amounting to \$7,329,000 have been deducted from accounts receivable in the accompanying consolidated balance sheet.

McCrory Credit Corporation, a wholly-owned subsidiary of McCrory Corporation, was organized to (a) accept the assignment of accounts receivable from McCrory Corporation and subsidiaries and affiliates as outlined in the preceding paragraph and (b) through a separate leasing subsidiary, to acquire equipment for lease to the McCrory-McLellan-Green Stores Division of McCrory Corporation under a 15 year lease agreement. At January 31, 1965 the credit corporation and its subsidiaries had invested \$27,560,000 in accounts receivable of McCrory Corporation and subsidiaries and affiliates and an additional \$1,325,000 in equipment purchased for rental. Financing of the foregoing had been provided principally from (1) \$1,000,000 of equity funds and \$4,000,000 in subordinated loans from McCrory Corporation and subsidiaries, (2) \$22,000,000 in 4½% bank loans on unsecured notes of the credit corporation, and (3) a 5½% chattel mortgage with a balance of \$1,286,000 at the year end.

(3) Investment in Glen Alden Corporation:

During the year ended January 31, 1965 McCrory acquired 2,388,230 common shares of Glen Alden Corporation for cash and notes payable. These shares represent 49.7% of the outstanding common shares of Glen Alden Corporation at January 31, 1965 and had a market quotation value of \$28,957,289 at that date and \$32,838,163 at March 23, 1965. McCrory's equity in the net assets of Glen Alden Corporation based on its financial statements as of December 31, 1964 was \$844,290 in excess of the cost of the investment. Dividends of \$674,073 received in January 1965 from Glen Alden have been included in investment income in the accompanying statement of consolidated income.

(4) Excess purchase cost of Lerner Stores Corporation common stock:

During 1961 and 1962, McCrory acquired 1,263,617 shares (99% ownership as of January 31, 1965) of Lerner Stores Corporation common stock principally as the result of a tender offer made on August 10, 1961. The aggregate cost of the investment in Lerner exceeded the McCrory equity in underlying Lerner net assets at dates of acquisition by \$17,075,188. This excess purchase cost has been recognized by the McCrory management to be similar in nature to intangibles which have not declined in value since date of acquisition. Accordingly, the McCrory management has adopted an accounting policy of not amortizing this excess purchase cost, so long as there is no recognized diminution in value of its investment in Lerner.

(5) Long-term debt:

Long-term debt at January 31, 1965, including maturities due within one year, consisted of the following:

	Total	Current Maturities	Long-Term Debt
5½% sinking fund subordinated debentures, due 1976 (a)	\$36,040,960		\$36,040,960
5.235% subordinated notes, due in equal annual installments to 1971	12,503,991	\$ 1,786,284	10,717,707(d)
5% junior subordinated notes, maturing serially from April 1, 1965 to April 1, 1970 (b)	24,144,008	10,411,685	13,732,323(d)
3% sinking fund debentures, due July 1, 1967(c)	3,275,000	75,000	3,200,000
Mortgages payable	2,230,431	125,446	2,104,985
3¾% notes, due in annual installments to 1966	203,000	104,000	99,000
4% notes, paid March 17, 1965	198,000	198,000	
Sundry	1,329,691	99,980	1,229,711
Total	<u>\$79,925,081</u>	<u>\$12,800,395</u>	<u>\$67,124,686</u>

(a) Exclusive of \$831,104 redeemed and cancelled which is available for 1968 sinking fund payment. Sinking fund requirements in each year are as follows: 1968 through 1971 — \$2,048,448; 1972 through 1976 — \$3,277,517, with a final payment of \$12,290,687 due on August 15, 1976.

(b) Exclusive of \$335,350 in treasury.

(c) Exclusive of \$525,000 in treasury. Sinking fund requirements are \$600,000 in each year to 1966 and \$2,600,000 at maturity.

(d) By notices dated March 1 and 8, 1965, McCrory Corporation called for redemption on March 30 and April 1, 1965, \$5,368,630 of the foregoing debt which is classified as long-term at January 31, 1965. The \$5,368,630 has been retained in long-term debt at January 31, 1965 since it is management's intention to pay such debt by utilization of long-term borrowings.

Agreements covering certain long-term indebtedness of McCrory contain covenants concerning working capital position, additional indebtedness, limitations on the declaration and payment of dividends, restrictions on transactions in capital stock, etc. At January 31, 1965 the most restrictive of such covenants were met as follows:

- (i) Consolidated working capital (as defined) which amounted to \$54,014,870 must be maintained at least equal to \$36,040,960.
- (ii) Consolidated current assets (as defined) were 210% of consolidated current liabilities (as defined) as compared to the 175% requirement.
- (iii) Consolidated indebtedness (as defined) of \$42,674,656 which should not be in excess of 50% of consolidated net worth (as defined) was \$15,010,320 less than the maximum indebtedness allowed.
- (iv) Consolidated net worth (as defined) was \$115,369,953 as compared to the \$90,000,000 requirement.

At January 31, 1965, approximately \$17,975,000 of consolidated surplus was free of restrictions.

The aggregate of long-term debt maturing during the five years ended January 31, 1970 is approximately as follows: 1965, \$12,800,000 (included in current liabilities); 1966, \$10,455,000; 1967, \$8,133,000; 1968, \$4,299,000; and 1969, \$5,296,000.

(6) Federal income taxes:

The provision for Federal income taxes is based upon the Company's filing a consolidated Federal income tax return and has been reduced by a carry-forward consolidated operating loss and an investment tax credit. At January 31, 1965, the companies have an unused investment tax credit of approximately \$900,000.

For Federal income tax purposes accelerated methods of computing depreciation and the installment method of reporting certain sales have been availed of. The use of these methods has resulted in tax deferrals which have been charged against income and credited to deferred Federal income taxes.

(7) Reserve for the closing or sale of loss stores and discontinuance of credit service:

On May 28, 1964 the McCrory Board of Directors established

through a charge of \$3,500,000 (net of estimated Federal income tax benefit) to earned surplus, a reserve for losses principally inherent, although not yet realized, in the planned termination of operations of loss stores and discontinuance of credit service at certain stores. In the year ended January 31, 1965, charges totaling \$2,196,428, net of Federal income taxes, were made to this reserve.

(8) Preferred and preference stock and warrants:

At January 31, 1965, there were 522,915 shares of common stock reserved for the conversion of preferred and preference stock, as follows:

Class of Stock	Redemption Price	January 31, 1965 Conversion Rate Common Shares For Preferred or Preference	Shares of Common Stock Reserved
3½% cumulative convertible preferred . . .	\$104	5 for 1	73,955
\$6 cumulative convertible preference . . .	115	3/14 for 1	20,298
5½% cumulative preference B	100	6-1/9 for 1	72,545
4½% cumulative preference B	100	2-6/7 for 1	356,117
Total			<u>522,915</u>

In addition, 2,673,467 shares of common stock were reserved for the exercise, at \$20 per share, of warrants (expiring in 1976) issued in connection with the 1961 merger of H. L. Green and the 1961 purchase of Lerner stock.

Pursuant to certain restrictions in connection with the authorization of preferred stock, earned surplus at January 31, 1965 in the approximate amount of \$1,540,000 is restricted as to future payments of dividends on the common stock or purchase or redemption of shares of McCrory's stock.

(9) Stock option and employee stock purchase plans:

Under the Company's restricted stock option plans adopted during 1960 and 1961, options for 490,700 shares of common stock were outstanding at January 31, 1965 at prices ranging from \$11.91½ to \$22.80 per share (375,700 shares at 95%, and 115,000 shares at 100%, of fair market value on dates of grant), of which 304,920 shares were exercisable at that date. During the year ended January 31, 1965, options for 104,070 shares became exercisable; 9,060 shares were exercised at an aggregate option price of \$111,722; options to purchase 115,000 shares at \$12.25 a share were granted; and, options for 407,200 shares were cancelled. At January 31, 1965 526,820 shares remain available for future option grants under these plans. It is contemplated that, if the 1964 qualified stock option plan of the Company noted below is approved by stockholders, no future options will be granted under the aforesaid plans.

Options granted under the aforesaid plans are exercisable for a maximum of ten years. Options generally become exercisable to the extent of 20% each year on and after the anniversary dates of the grants with respect to the 1960 plans, and 20% each year on and after the second anniversary dates of the grants with respect to the 1961 plan. Options may not be sold, transferred, assigned, pledged or disposed of by the grantee except by will or laws of inheritance. In the event of termination of employment by resignation, disability or death, all options will expire within varying periods up to the full term of such options.

A qualified stock option plan adopted during 1964, subject to stockholders' approval, authorized the grant to officers, other executive and key employees of options to purchase up to 750,000 shares of common stock at 100% of the fair market value on the dates of grant. Options to purchase 389,300 shares have been issued under this plan (including options to purchase 1,200 shares cancelled) at prices ranging from \$13.125 to \$14.50 a share. At January 31, 1965, options as to 388,100 shares were outstanding, of which 96,023 shares, subject to stockholders' approval of the plan, were exercisable at that date; 361,900 shares remain available for future option grants under this plan.

Options granted under the aforesaid plan are exercisable for a maximum of five years. Options become exercisable, on a cumulative basis, in installments of 25% each at intervals of 6, 15, 24 and 33 months after the date granted. Options may not be sold, transferred, assigned, pledged or disposed of by the grantee except by will or laws of inheritance. In the event of termination of employment by resignation,

disability or death, all options will expire within varying periods up to six months from such termination.

The option granted by McCrory on January 31, 1964 to a key employee to purchase 15,000 shares of its common stock held in the treasury, at a price of \$13.50 per share, was cancelled on July 1, 1964.

Employee stock purchase plans adopted during 1960 and 1961 permit the grant of rights to purchase a total of 190,000 shares of common stock at 85% of the fair market value thereof on the dates of grant. Rights to purchase 13,826 shares were exercised during the year at an aggregate purchase price of \$159,209, and at January 31, 1965, 14,533 shares were under subscription at prices ranging from \$10.63 to \$14.24. No additional rights will be issued under the aforesaid stock purchase plans.

(10) Pension plans:

Under the Company's noncontributory retirement plan covering eligible employees of the McCrory-McLellan-Green Stores Division, the cost of the plan will be met, as required, by periodic contributions to the trust fund. The amounts accumulated in the trust fund in respect of the McCrory-McLellan-Green plan, exceed the actuarial liability as computed by the consulting actuary. For this reason, no provision for costs under this plan was reflected in the statements of consolidated income subsequent to 1960. Contributions of \$1,000,000 made under other noncontributory retirement and profit sharing plans, principally for employees of Oklahoma Tire and Supply and Lerner Stores Corporation, paid or accrued during the year, have been reflected in the accompanying statement of consolidated income.

(11) Net income and earned surplus:

The charge to establish a reserve for the closing or sale of loss stores and discontinuance of credit service (\$3,500,000), provision for estimated additional taxes and other adjustments applicable to prior years (\$2,174,348), and estimated recovery in settlement of certain legal actions, less related legal expenses (\$575,000) included in the accompanying statement of consolidated earned surplus are being set forth as special items following net income in reports filed with the Securities and Exchange Commission.

(12) Other matters:

Federal income tax returns of Lerner Stores Corporation and subsidiaries for the fiscal years ended in 1958, 1959 and 1960 have been examined by the Internal Revenue Service and there has been tentative agreement with the Internal Revenue Service regarding settlement of the outstanding issues. The companies have provided, by a charge of \$2,200,000 (McCrory's equity therein is \$2,174,348) to earned surplus, for the estimated effect of such tentative agreements, together with provisions for other taxes and adjustments which relate to prior years.

In January 1965, Rapid-American Corporation agreed to the proposed settlement of certain derivative actions, including those pending in the New York County Supreme Court, subject to review and approval of that Court, by payment to McCrory Corporation of \$800,000. Such payment, at the option of Rapid, may be made in cash or in McCrory Corporation common stock or in both. The amount of the proposed settlement, less estimated legal expenses of \$225,000, has been credited to earned surplus. The \$800,000 receivable from Rapid is included in mortgages and sundry receivables in the accompanying consolidated balance sheet.

There are several claims pending against McCrory Corporation and subsidiaries together with other contingencies. Such liability cannot be determined but management and counsel are of the opinion that the liabilities in the accompanying consolidated financial statements are adequate to cover all eventual payments.

At January 31, 1965, the minimum annual rentals upon property leased to the Company and its subsidiaries under leases expiring after January 1968, amount to approximately \$22,100,000 plus, in certain instances, real estate taxes, insurance, etc. The Company remains contingently liable under certain long-term leases assumed by the respective purchasers in connection with several sales of store operations, particularly with respect to those of Butler Brothers and Metropolitan Stores, sold in prior years. However, the Company has in most cases received from the purchasers valid and enforceable agreements of assumption of liabilities and indemnification in form satisfactory to counsel for the Company.

On March 17, 1965, an interest of approximately 19% in the common stock of S. Klein Department Stores, Inc. was acquired by Lerner Stores Corporation at a cost of approximately \$3,350,000.

ACCOUNTANTS' OPINION

McCrorry Corporation:

We have examined the financial statements of McCrorry Corporation and subsidiary companies except Lerner Stores Corporation and its subsidiaries for the year ended January 31, 1965. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances. As to Lerner Stores Corporation and its subsidiaries, we were furnished with the report of other accountants on their examination of the financial statements of that company and its subsidiaries for the year.

In our opinion, based on our examination and the report of other accountants referred to above, the accompanying consolidated balance sheet and statements of consolidated income and surplus present fairly the financial position of McCrorry Corporation and subsidiary companies at January 31, 1965 and the results of their operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

New York, N. Y.
March 23, 1965

HASKINS & SELLS
Certified Public Accountants

McCRORY CORPORATION AND SUBSIDIARY COMPANIES GENERATION AND APPLICATION OF FUNDS FOR THE YEAR ENDED JANUARY 31, 1965

Cash Generated from Operations:

Net Income	\$ 8,666,000
Expenses which did not involve working capital:	
Depreciation and amortization	9,473,000
Provision for deferred Federal income taxes	3,906,000
Other	203,000
Total Cash Generated from Operations	<u>\$22,248,000</u>

Application of Funds:

Purchase of Glen Alden Corporation common shares (less amounts which did not require working capital)	\$20,526,000
Dividends paid	5,481,000
Additions to property and equipment	4,751,000
McCrorry's equity in estimated additional taxes and other adjustments applicable to prior years	2,174,000
Charges to reserve for closing or sale of loss stores and discontinuance of credit service	2,025,000
Reduction of long-term debt—net	2,564,000
Purchases of capital stock	157,000
Other—net	52,000
Total Funds Applied	<u>37,730,000</u>

Less Funds From Other Sources:

Proceeds from sale of property and equipment	1,107,000
Sale of common stock	272,000
Decrease in net working capital	14,103,000
	<u>15,482,000</u>

Net Funds Applied		<u>\$22,248,000</u>
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RECENT EVENTS

GLEN ALDEN CORPORATION

As indicated in an earlier section of this report, McCrory purchased 49.7% of the outstanding common stock of the Glen Alden Corporation during the latter part of 1964 and early 1965.

The Glen Alden board was expanded and Meshulam Riklis, McCrory's chairman, was elected vice chairman of the Glen Alden board. The following McCrory directors were added to the Glen Alden board: Messrs. Isidore A. Becker,

Harold M. Lane Sr., Leonard C. Lane, Samuel J. Levy, Samuel Neaman, Gilbert H. Perkins and Bert R. Prall.

Glen Alden is a diversified company whose securities are traded on the New York Stock Exchange. It consists of Glen Alden Coal Company, RKO Theatres, Swift Manufacturing Company and Opp and Micolás Cotton Mills.

Comparative Highlights

	1964	1963
Net sales and revenues	\$98,621,000	\$118,765,000
Income before depreciation, depletion and amortization	12,569,000	11,234,000
Net income from operations	6,000,000	7,898,000
Non-operating items	3,777,000	—
Total net income	9,777,000	7,898,000
Cash	37,821,000	12,895,000
Net working capital	41,103,000	29,670,000
Current ratio	4.8 to 1	2.5 to 1
Book value of shares	70,595,000	74,095,000
Book value per share	14.72	13.47

S. KLEIN DEPARTMENT STORES, INC.

McCrory Corporation now owns approximately 19% of the total stock outstanding of S. Klein Department Stores, Inc., as indicated in an earlier section of this report.

S. Klein, founded 59 years ago, is one of the pioneers in the department store discount field. The company operates ten stores located in: New York City, Yonkers, Hempstead and Commack, New York; Newark and Woodbridge, New Jersey; Philadelphia and Marple, Pennsylvania; Greenbelt, Maryland and Alexandria, Virginia (Washington, D.C. trading area).

Under the company's expansion program, the total selling area increased from 910,000 square feet in 1962 to 2,060,000 square feet at the end of fiscal 1964.

Sales increased to \$172,181,798 for the fiscal

year ended July 25, 1964, against \$140,030,647 for the fiscal year 1963. Net profits were \$386,902 (inclusive of a non-recurring profit net of taxes from a lease cancellation in the amount of \$395,771) compared to net profits after taxes of \$331,375 for the prior year. The 1964 earnings included \$791,000 of new store pre-opening expenses which are expected to be reduced to \$375,000 in fiscal 1965.

For the 26 weeks ended January 23, 1965, the company achieved net income of \$969,989 on gross revenues of \$103,345,796. For the 25 week period ended January 18, 1964, the company had net income of \$228,453 (exclusive of a special credit, net of taxes, in the amount of \$372,025) on gross revenues of \$88,430,891. Klein's securities are listed on the American Stock Exchange.

McCRORY
CORPORATION
711 FIFTH AVENUE, NEW YORK, N.Y. 10022

Bulk Rate
U.S. Postage
PAID
New York, N.Y.
Permit No. 8070